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LIVING SOUL!!

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BE WATCHING
YOU!)

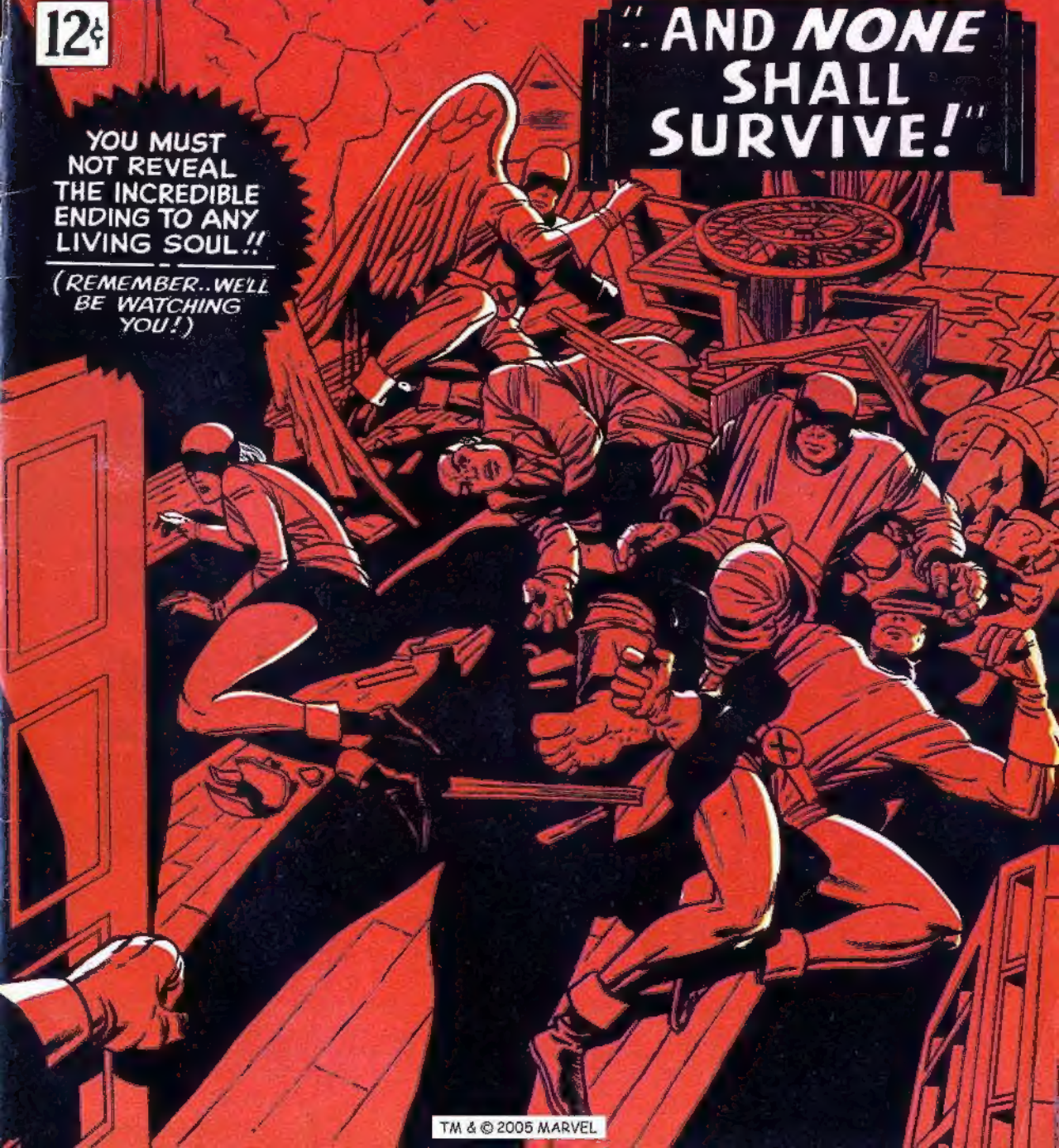
the X-MEN

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"AND NONE
SHALL
SURVIVE!"



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X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

"...AND NONE SHALL SURVIVE!"

THE FAT'S IN THE FIRE NOW! THERE'S NO WAY FOR PROFESSOR X TO KEEP OUR BATTLE OUT OF THE HEADLINES AFTER ALL THIS!

YOUR PULSE IS IMPOSSIBLE, SON!

THOUGH THE YOUTHFUL X-MEN MANAGED TO DEFEAT THE DEADLY SENTINELS LAST ISH, THEY DID NOT ESCAPE UNSCATHED! WITHIN MOMENTS, A FIRST-AID TEAM OF NATIONAL GUARD MEDICS REACHES THE SCENE...

MY TROOPS WILL TAKE COMMAND, INSPECTOR! IT'S A MILITARY MATTER NOW!

OKAY WITH ME, GENERAL!

HAVE A CARE, KILDARE! EACH AND EVERY TOE IS VIRTUALLY PRICELESS!

I WONDER HOW MUCH LONGER THE PROFESSOR CAN KEEP HIS CONNECTION WITH US A SECRET.

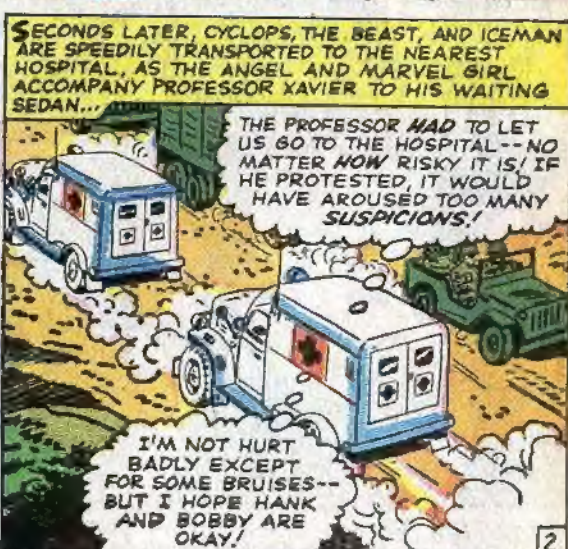
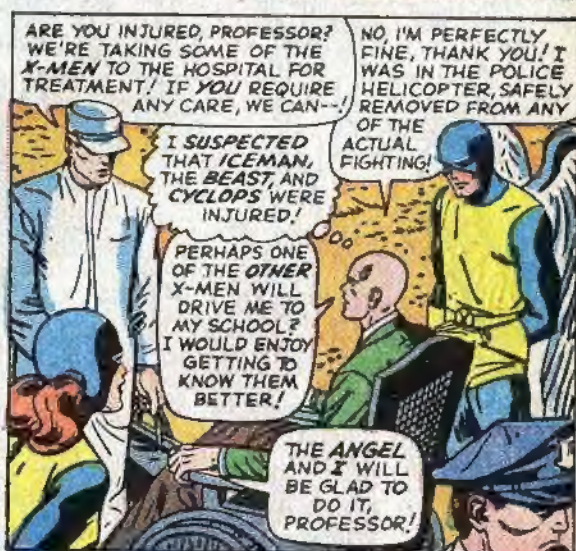
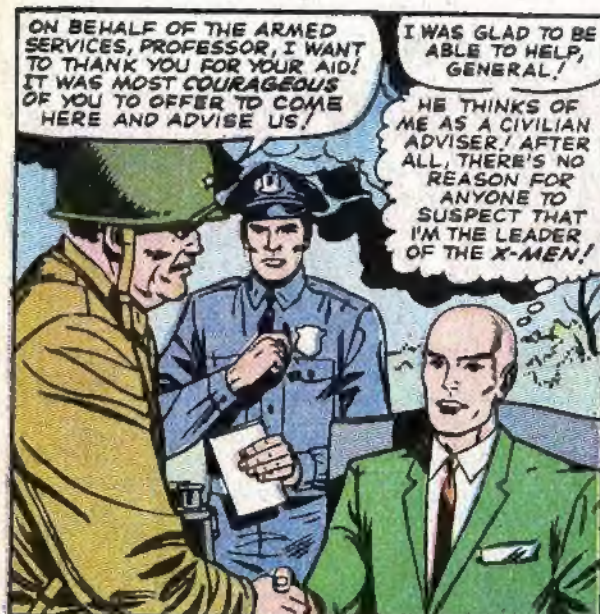
WE'D BETTER SEE ABOUT GETTING YOU HOME SAFELY, PROFESSOR XAVIER!

DON'T WORRY ABOUT ME, OFFICER! MY CAR IS PARKED NOT FAR FROM HERE!

PERHAPS ONE OF THE X-MEN WILL BE GOOD ENOUGH TO DRIVE ME BACK TO MY SCHOOL!

COMB THE AREA!! REPORT ANYTHING THAT MOVES! LET'S GO!

STORY: STAN LEE • LAYOUTS: J. KIRBY • PENCILS: JAY GAVIN • INKS: DICK AYERS • LETTERING: A. SIMEK



AND SO, THE X-MEN LEAVE THE SCENE OF ONE OF THEIR MOST FANTASTIC BATTLES--THE SITE WHERE THE SENTINELS WERE BORN--AND WHERE THEY, ALONG WITH THEIR TRAGIC CREATOR, PERISHED--AS THE RESULT OF A MAD DREAM GONE WRONG!



A SHORT TIME LATER, IN A HUSHED HOSPITAL ROOM...

HIS INJURY WAS MORE SERIOUS THAN I THOUGHT! HE BLACKED OUT IN THE AMBULANCE, AND THEY CAN'T BRING HIM BACK TO CONSCIOUSNESS!

IT WAS GOOD OF YOU TO STOP BY TO SEE THE X-MEN, PROFESSOR--BUT I'M AFRAID ICEMAN'S CONDITION MUST BE LISTED AS CRITICAL!



DUE TO THE MUTANT NATURE OF HIS BODY, IT IS IMPOSSIBLE TO MAKE AN ACCURATE DIAGNOSIS OF HIS INJURIES!

SO ALIEN IS HE TO NORMAL MEDICAL KNOWLEDGE, THAT WE CAN DO NOTHING BUT KEEP HIM UNDER OBSERVATION--AND HOPE FOR THE BEST!

I UNDERSTAND, DOCTOR! NONE OF THE USUAL MEDICATIONS CAN BE GIVEN TO ONE WHOSE PHYSICAL MAKEUP DEFIES ANYTHING SCIENCE HAS EVER ENCOUNTERED BEFORE!



EVEN I, WITH MY MUTANT BRAIN, CANNOT HELP BOBBY NOW! HE IS IN THE HANDS OF A POWER GREATER THAN ANY HUMAN!

HE'S STARTING TO MOVE! TRYING TO SPEAK--!



LOOK OUT! I'LL TACKLE THE SENTINEL! I'LL STOP HIM--SOMEHOW--!

I KNOW I'M THE YOUNGEST--BUT I'LL SHOW THEM--I'LL PROVE THAT I'M EVERY INCH AN X-MAN! I WON'T FAIL THEM! I WON'T...!



I'LL MAKE THEM PROUD OF ME--THEY NEED ME--I I WON'T LET THEM DOWN--!

HE'S DELIRIOUS! NO WAY OF KNOWING WHETHER IT'S A GOOD SYMPTOM--OR A DANGEROUS ONE!

YOU'D BETTER LEAVE NOW, PROFESSOR!

ALL THESE MONTHS--THESE MANY MISSIONS--I'VE PROTECTED MY X-MEN! I PRAY THAT BOBBY DRAKE WON'T MARK THE FIRST TIME I'M FACED WITH--FAILURE!





WITH HEAVY HEART, CHARLES XAVIER NEXT VISITS HANK MCCOY--

HELLO, PROFESSOR! IS THERE ANY CHANGE IN THE ICE-MAN'S CONDITION YET?

REMEMBER, HANK-- DO NOT, UNDER ANY CIRCUMSTANCE, REMOVE YOUR MASK! AND, ANOTHER WORD OF CAUTION--

ACT AS THOUGH I AM MERELY A CASUAL FRIEND! NO ONE MUST SUSPECT I AM ACTUALLY YOUR LEADER!

NO, MCCOY! HE IS STILL ON THE CRITICAL LIST... THE POOR LAD IS DELIRIOUS!



THE BEAST'S FRACTURES ARE HEALING REMARKABLY WELL! BUT, IT'S A PITY HE WON'T PERMIT US TO REMOVE HIS MASK--AS A SCIENTIST, THERE IS SO MUCH MORE I WANT TO LEARN ABOUT HIS PHYSIOLOGICAL MAKEUP!

PERHAPS THE X-MEN HAVE GOOD REASON FOR WISHING TO KEEP THEIR TRUE IDENTITIES SECRET, DOCTOR!

--UNTIL MANKIND LOSES ITS UNFOUNDED SUSPICION --ITS DANGEROUS DISTRUST OF MUTANTS!

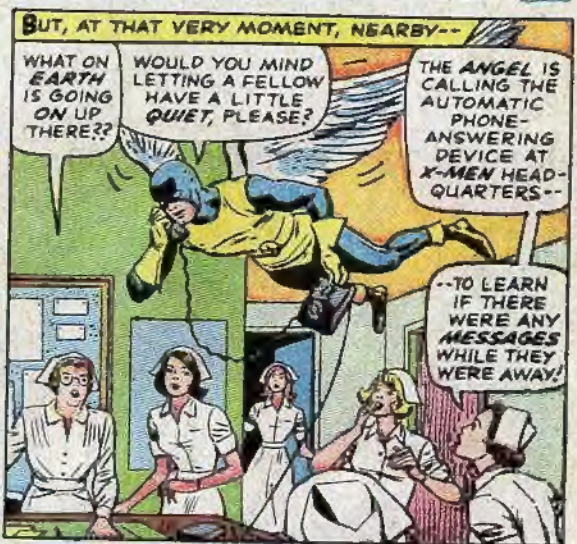
UNFORTUNATELY, WE HAVE NO LEGAL RIGHT TO INSIST THAT HE UNMASK!



IF ONLY WE KNEW WHO THE X-MEN'S PARENTS ARE! WE MIGHT LEARN SO MUCH ABOUT HUMAN MUTATION!

THEIR PARENTS! THE ONE WEAK LINK IN OUR CHAIN OF SECURITY! IF ANY DEADLY ENEMY OF OURS EVER CAPTURED ONE OF MY X-MEN'S PARENTS, WHAT A HOLD HE WOULD HAVE OVER US!

HOW TRAGIC THAT SCIENCE MUST BE DENIED OUR FULL COOPERATION BECAUSE OF THE EVIL THAT STILL LURKS IN THE WORLD!



BUT, AT THAT VERY MOMENT, NEARBY--

WHAT ON EARTH IS GOING ON UP THERE??

WOULD YOU MIND LETTING A FELLOW HAVE A LITTLE QUIET, PLEASE?

THE ANGEL IS CALLING THE AUTOMATIC PHONE-ANSWERING DEVICE AT X-MEN HEAD-QUARTERS--

--TO LEARN IF THERE WERE ANY MESSAGES WHILE THEY WERE AWAY!



HE LIFTED THE PHONE INTO THE AIR SO WE COULDN'T SEE WHAT NUMBER HE DIALED!

YOU'LL HAVE TO GET DOWN, YOUNG MAN! THAT'S AGAINST HOSPITAL REGULATIONS!

HELLO? WHAT?? HOLY SMOKE-- THAT'S THE LAST THING I EXPECTED!

I'VE GOT TO NOTIFY THE PROFESSOR-- FAST!



I'M ALREADY HERE, WARREN! I DETECTED YOUR MENTAL AGITATION! WHAT'S WRONG? MERELY THINK IT TO ME--!

IT'S MY PARENTS! THEY CALLED THE SCHOOL! LEFT WORD THEY'RE COMING TO VISIT!

THEY'RE WORRIED BECAUSE THEY HAVEN'T HEARD FROM ME!

CONTINUED AFTER NEXT PAGE

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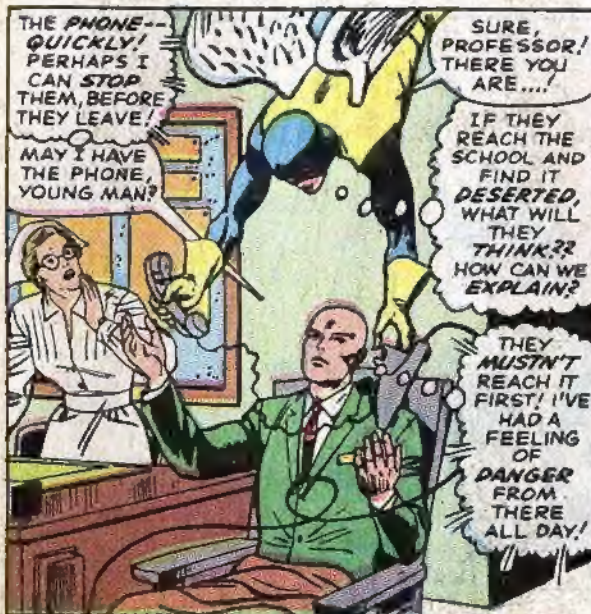
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CITY

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AND SO, THE HIGH-SPIRITED
YOUTH STREAKS OVER THE
CITY-- LITTLE DREAMING
OF THE STRANGE AND
STARTLING MENACE
WHICH AWAITS HIM WHEN
HE REACHES HIS
DESTINATION...

SOMEHOW, WHEN
I'M HIGH IN THE SKY
THIS WAY, I FEEL
THERE IS NO DANGER
I CANNOT FACE-- NO
PROBLEM I CANNOT
SOLVE-- NO ENEMY
I CANNOT DEFEAT!!

EVERYTHING SEEMS
CLEAN--AND PURE--
AND RIGHT! THE WAY
IT OUGHT TO BE! THE
WAY IT *MUST* BE ONE
DAY, IF MAN IS EVER
TO FULFILL HIS
PROMISE--HIS
GLORIOUS *DESTINY*!

BUT, EVEN AS THE ASTOUNDING ANGEL PLUMMETS EARTHWARD TOWARDS HIS GOAL, THE FRONT DOOR OF PROFESSOR XAVIER'S SCHOOL SLOWLY BEGINS TO OPEN...

ONE OF THEM APPROACHES NOW!

I HAD HOPED TO ATTACK THEM ALL AT ONCE -- TO DEMONSTRATE MY OVERWHELMING POWER!

BUT, PERHAPS IT WILL BE EVEN MORE SATISFYING TO DEFEAT THEM ONE AT A TIME! I WILL THEN BE ABLE TO SAVOR EACH INDIVIDUAL VICTORY -- TO WATCH EACH ACCURSED X-MAN FALL HELPLESSLY BEFORE ME!

THE FIRST ONE COMES! I SHALL CLOSE THE DOOR AGAIN -- AND WAIT!

I WONDER WHAT THE PROFESSOR MEANT ABOUT SENSING DANGER! THE SCHOOL HAS NEVER LOOKED QUIETER -- OR MORE PEACEFUL!

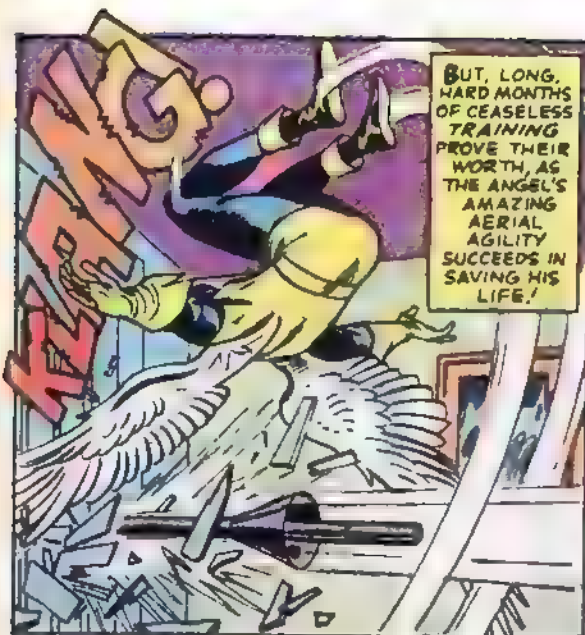
THERE'S NOTHING OUT OF THE ORDINARY OUTSIDE THE BUILDING! NOT A SIGN OF LIFE ANYWHERE!

SO I'D BETTER POKE AROUND INSIDE! IT'S NOT LIKE THE PROF TO SEND ANYONE ON A WILD-GOOSE CHASE!

THAT'S STRANGE! THE DOOR ALWAYS LOCKS AUTOMATICALLY BEHIND US WHEN WE LEAVE...

...BUT, IT'S OPEN NOW!

AND THEN, LIKE A SENSELESS SEQUENCE FROM A MAD, FANTASTIC NIGHTMARE, A HEAVY, LETHAL BATTLE-AX SUDDENLY DISENGAGES ITSELF FROM THE STEEL HAND WHICH HELD IT, AND HURTLES THRU THE CORRIDOR -- RIGHT TOWARDS THE ANGEL!



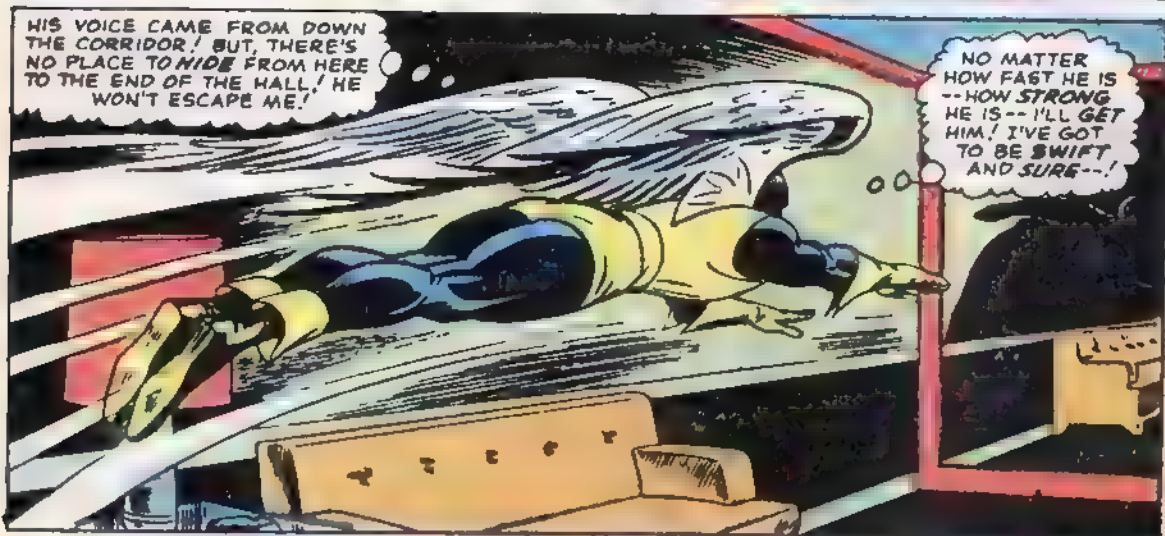
BUT, LONG, HARD MONTHS OF CEASELESS TRAINING PROVE THEIR WORTH, AS THE ANGEL'S AMAZING AERIAL AGILITY SUCCEEDS IN SAVING HIS LIFE!



WELCOME HOME, YOU WINGED BLUNDERER! YOU SHALL NEVER LEAVE HERE AGAIN--UNDER YOUR OWN POWER!

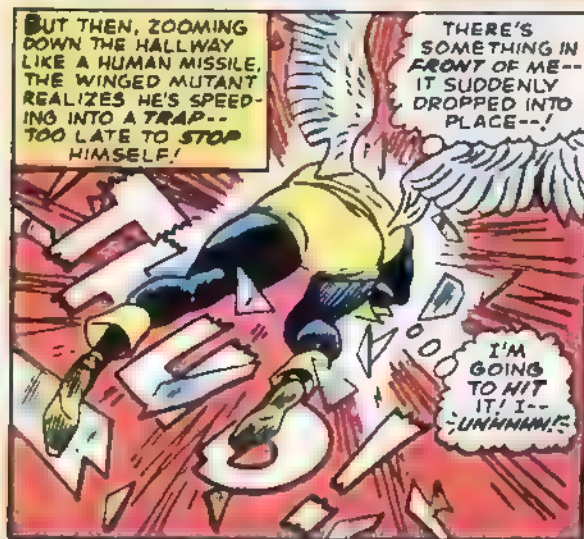
THERE IS SOMEONE! BUT WHO?? WHO WOULD DARE--??

JUST STAY WHERE YOU ARE, MISTER! I'LL MAKE YOU EAT THOSE WORDS!



HIS VOICE CAME FROM DOWN THE CORRIDOR! BUT, THERE'S NO PLACE TO HIDE FROM HERE TO THE END OF THE HALL! HE WON'T ESCAPE ME!

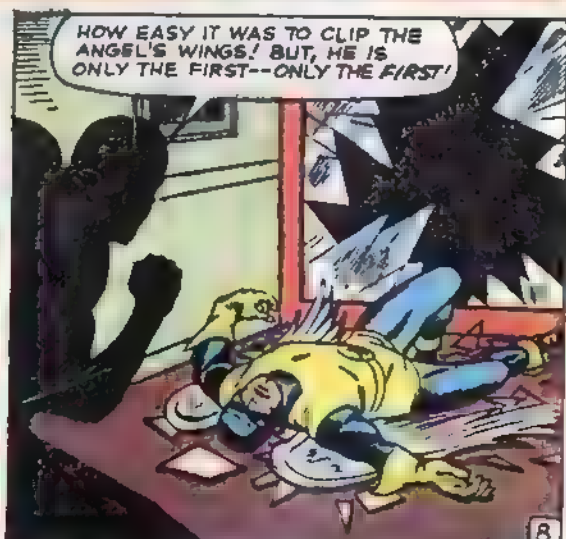
NO MATTER HOW FAST HE IS--HOW STRONG HE IS--I'LL GET HIM! I'VE GOT TO BE SWIFT AND SURE--!



BUT THEN, ZOOMING DOWN THE HALLWAY LIKE A HUMAN MISSILE, THE WINGED MUTANT REALIZES HE'S SPEEDING INTO A TRAP-- TOO LATE TO STOP HIMSELF!

THERE'S SOMETHING IN FRONT OF ME-- IT SUDDENLY DROPPED INTO PLACE--!

I'M GOING TO HIT IT! I-- UNNNNN!



HOW EASY IT WAS TO CLIP THE ANGEL'S WINGS! BUT, HE IS ONLY THE FIRST--ONLY THE FIRST!

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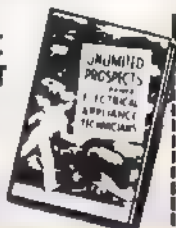
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MEANWHILE, PROFESSOR CHARLES XAVIER PICKS THAT EXACT MOMENT TO CHECK UPON THE CONDITION OF THE X-MEN'S DEPUTY LEADER--

NO, DOC! I'M SORRY! I CAN'T LET YOU EXAMINE MY EYES!

SCOTT NEEDS HELP! I WAS AFRAID OF THIS!

I MUST INSIST, SON! IT'S HOSPITAL ROUTINE! NOW DON'T BE DIFFICULT!

PARDON THE INTRUSION, DOCTOR! MY NAME IS XAVIER! I HAVE HAD THE OPPORTUNITY OF SEEING THE X-MEN IN ACTION, AND,

I'VE HEARD OF YOU, PROFESSOR! PERHAPS YOU CAN CONVINCE THIS YOUNG MAN TO LET ME CHECK HIS EYES! OPTOMETRY IS MY SPECIALTY-- I BELIEVE I MIGHT BE ABLE TO HELP HIM!

NOBODY CAN EXAMINE MY EYES! NO MATTER WHAT HAPPENS!

HE WON'T TAKE YOUR WORD FOR IT, SCOTT! YOU'LL HAVE TO CONVINCE HIM--AS DRAMATICALLY AS POSSIBLE! NOW!

THIS IS A MILD EXAMPLE OF WHAT HAPPENS IF MY PROTECTIVE VISOR IS REMOVED FROM MY EYES--EVEN TO THE SLIGHTEST DEGREE!

GOOD HEAVENS...!

ZAP!

YOU MEAN YOU CANNOT CONTROL THE DESTRUCTIVE FORCE OF YOUR EYES?? YOU HAVE TO KEEP THEM SHIELDED ALL THE TIME??

I'M AFRAID THAT'S IT, DOC! IT WOULD BE WORTH YOUR LIFE TO TRY TO REMOVE MY VISOR!

IF YOU'RE THRU WITH YOUR PATIENT, DOCTOR, I WONDER IF I MIGHT SPEAK WITH HIM IN PRIVATE? I WAS ASKED TO BRING HIM A MESSAGE, FROM ONE OF THE OTHER X-MEN!

CERTAINLY, PROFESSOR! THEY AREN'T PRISONERS HERE!

HENCE, A FEW MINUTES LATER

SAY NOTHING YET SCOTT! WE MUST BE EXTREMELY CAREFUL TO ACT LIKE CASUAL ACQUAINTANCES, SO NONE SUSPECT MY REAL CONNECTION WITH YOU!

WOULD YOU MIND WHEELING ME TO THAT SHADY ARBOR, MY BOY?

WE'RE ALONE NOW, SIR! WHAT IS IT? IS SOMETHING WRONG?

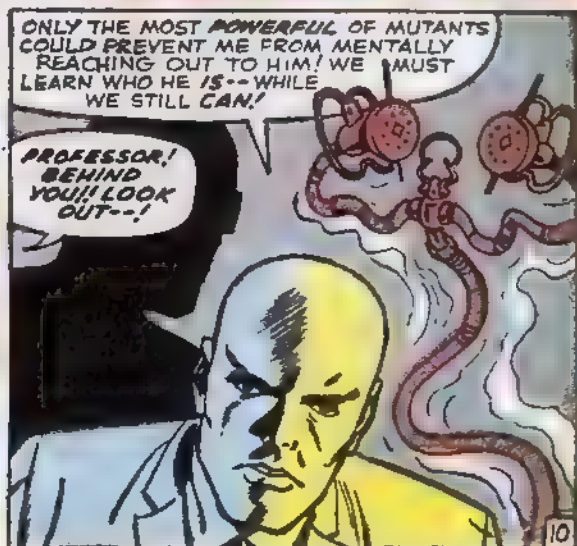
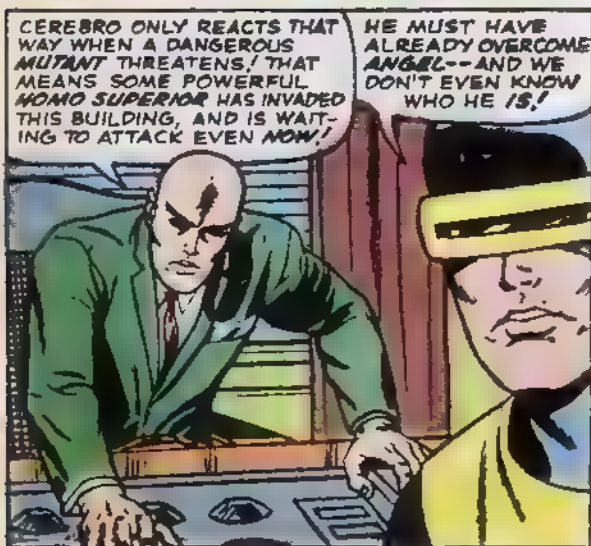
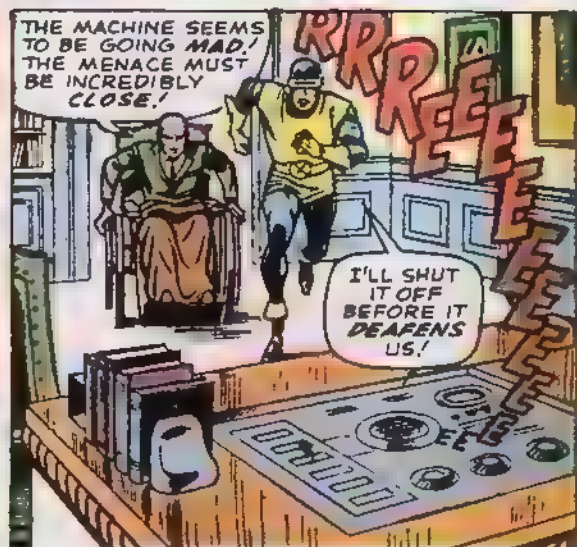
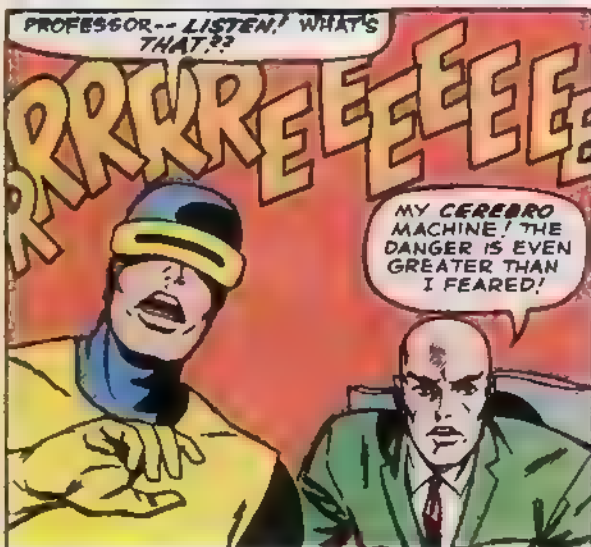
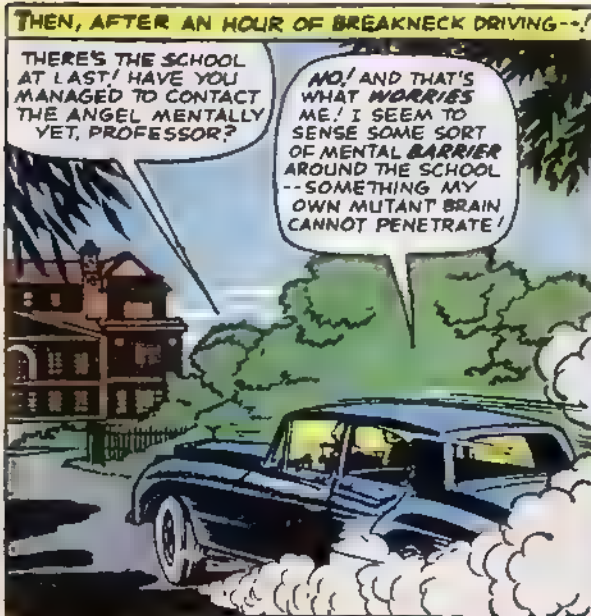
I'M AFRAID SO! I'VE LOST MENTAL CONTACT WITH THE ANGEL-- AFTER SENDING HIM BACK TO THE SCHOOL!

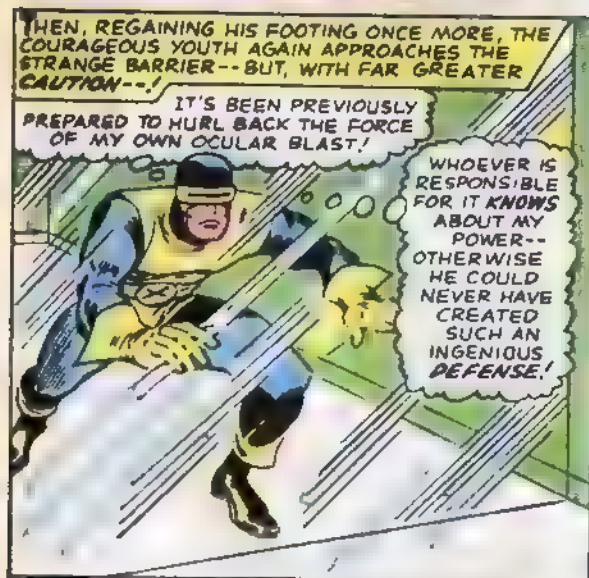
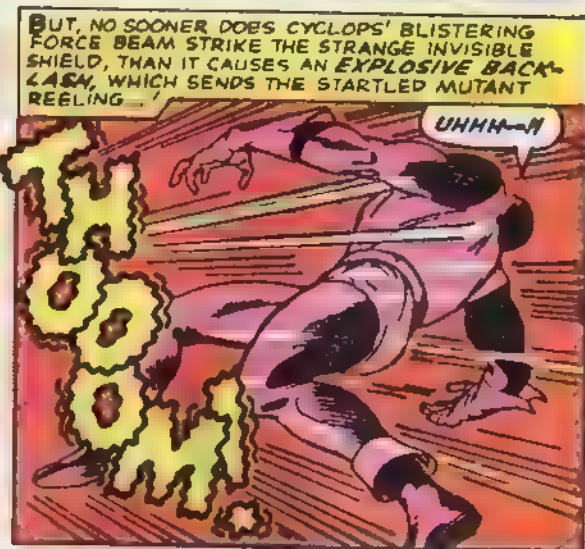
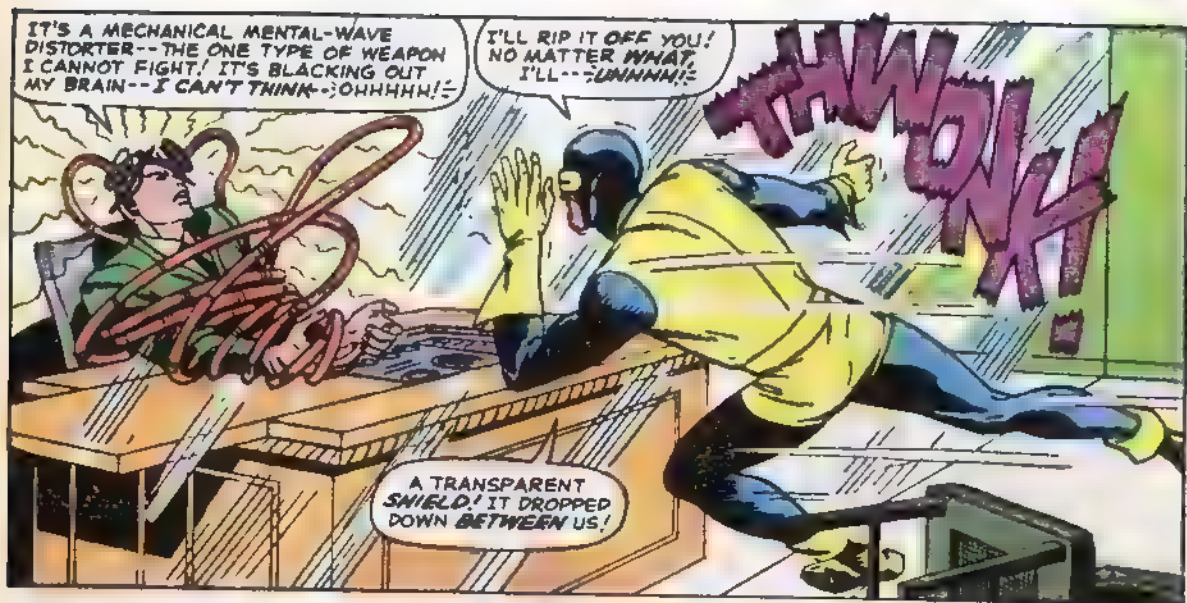
I SUSPECT SOME DANGER AWAITING US THERE!

ICEMAN IS TOO ILL TO BE MOVED --AND I PREFER THE BEAST AND MARVEL GIRL TO REMAIN HERE IN CASE THEY'RE NEEDED!

BUT, YOU AND I HAD BEST RETURN TO THE SCHOOL AT ONCE! I HAVE A FEELING THAT WARREN NEEDS US!

I'LL GET YOUR CAR, SIR! IT'S PARKED JUST AROUND THE CORNER!





THAT VOICE-- SOUNDED FAMILIAR-- ALMOST AS IF-- UGGHHH!!

THOK!

WHOEVER YOU ARE, YOU FORGOT THAT MY FORCE BEAM IS JUST AS EFFECTIVE IN THE DARK AS IN THE LIGHT!

WAP!

OVER-CONFIDENT FOOL! I FORGET NOTHING!

OOOFFFFF!

BEFORE FINISHING YOU, I WANT YOU TO SEE HOW USELESS YOUR MUCH-VAUNTED BEAM IS AGAINST GENUINE POWER!

WHOEVER HE IS, HE SEEMS TO ANTICIPATE MY EVERY MOVE! BUT, I'M NOT BEATEN YET-- MY FORCE BEAM STILL HAS PLENTY OF ENERGY LEFT--!

WHEREVER YOU ARE, I'LL GET YOU! I'LL BLAST THIS ROOM IN EVERY DIRECTION!!

THEN, HAVING DESCRIBED A PERFECT CIRCLE WITH HIS AWESOME POWER BEAM, CYCLOPS TENSELY STOPS-- HOLDS HIS BREATH-- AND WAITS-- LISTENING FOR THE SOUND OF A FALLING BODY-- A SOUND WHICH NEVER COMES!

NOTHING! IF HE'S STILL IN HERE, HE HAS SOME SORT OF POWER WHICH IS IMPERVIOUS TO MY OWN FORCE BLASTS!

HE MUST HAVE PLANNED THIS WHOLE THING CAREFULLY-- THE ADVANTAGE IS HIS NOW--

A NICE TRY, X-MAN, BUT A FUTILE ONE! I EXPECTED YOU TO RACE FOR THE SWITCH!

WHAP!

KRAK!

AND NOW IT IS TIME TO END THE CHARADE--!

--UNLESS I CAN REACH THE LIGHT SWITCH BEFORE HE STOPS ME!

--BY USING ONLY MY HAMMERING FISTS, SO THAT YOU STILL CANNOT BE CERTAIN WHAT MY TRUE POWER IS!



AND, AS THE NOW-HELPLESS CYCLOPS SLUMPS TO THE FLOOR, WE RETURN ONCE AGAIN TO THE HOSPITAL, WHERE WE FIND...

HENRY P. MCCOY! I THOUGHT YOU WERE PRACTICALLY AN INVALID!

THAT WAS AN HOUR AGO, MA'AM! YOU KNOW HOW QUICKLY WE MUTANTS RECUPERATE!

NOTHING LIKE SOME CAPRICIOUS CALISTHENICS TO WHILE AWAY A LETHARGIC DAY!



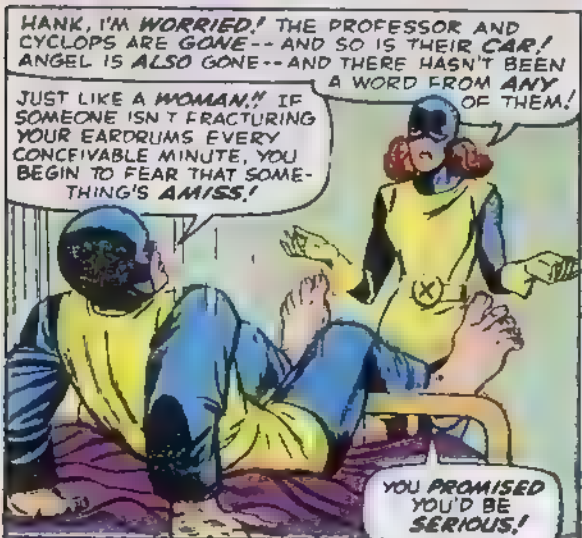
I DO, JEANIE! IT'S JUST THAT I EMPLOY MELLIFLUOUS ADJECTIVES TO DO IT!

WOMP!

VERY PERSPICACIOUS OF YOU, WENCH!

OH! YOU'RE JUST IMPOSSIBLE!

AND THEREIN LIES MY CHARM!



HANK, I'M WORRIED! THE PROFESSOR AND CYCLOPS ARE GONE-- AND SO IS THEIR CAR! ANGEL IS ALSO GONE-- AND THERE HASN'T BEEN A WORD FROM ANY OF THEM!

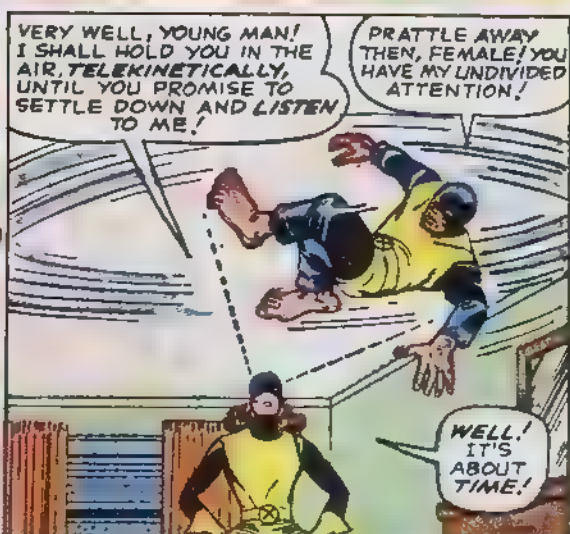
JUST LIKE A WOMAN, IF SOMEONE ISN'T FRACTURING YOUR EARDRUMS EVERY CONCEIVABLE MINUTE, YOU BEGIN TO FEAR THAT SOMETHING'S AMISS!

YOU PROMISED YOU'D BE SERIOUS!



BUT, ENOUGH OF MY EXEMPLARY EPITHETS! TO WHAT DO I OWE THE HONOR OF YOUR SUDDEN VISITATION?

HONESTLY, HANK! CAN'T YOU EVER SPEAK LIKE ANY ORDINARY, NORMAL HUMAN BEING?



VERY WELL, YOUNG MAN! I SHALL HOLD YOU IN THE AIR, TELEKINETICALLY, UNTIL YOU PROMISE TO SETTLE DOWN AND LISTEN TO ME!

PRATTLE AWAY THEN, FEMALE! YOU HAVE MY UNDIVIDED ATTENTION!

WELL! IT'S ABOUT TIME!



I'M SORRY, JEAN! PERHAPS YOU'VE SOME JUSTIFICATION FOR YOUR CONCERN! IT ISN'T LIKE THE OTHERS TO LEAVE US INCOMMUNICADO!

IF THEY WENT ANYWHERE, IT WOULD BE TO THE SCHOOL! PERHAPS THAT SHOULD BE OUR NEXT DESTINATION!

I HOPED YOU'D SAY THAT, HANK! BUT FIRST, LET'S CHECK ON ICE-MAN!

CONTINUED AFTER NEXT PAGE

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MC26

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Name

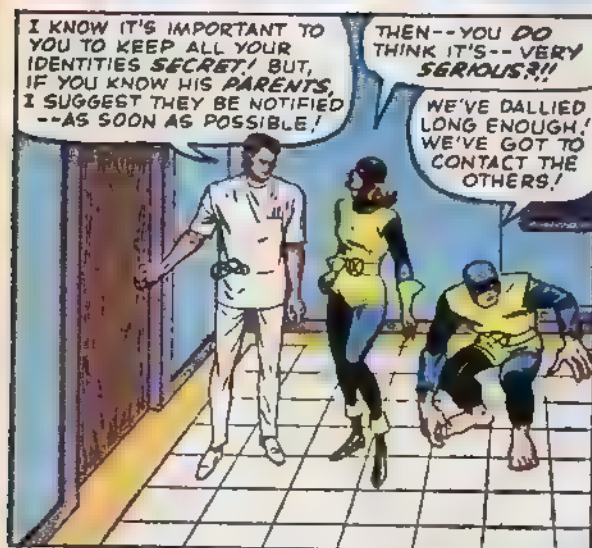
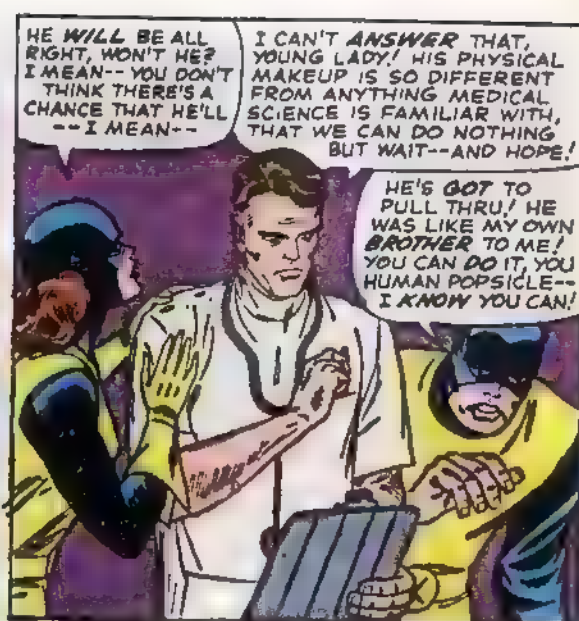
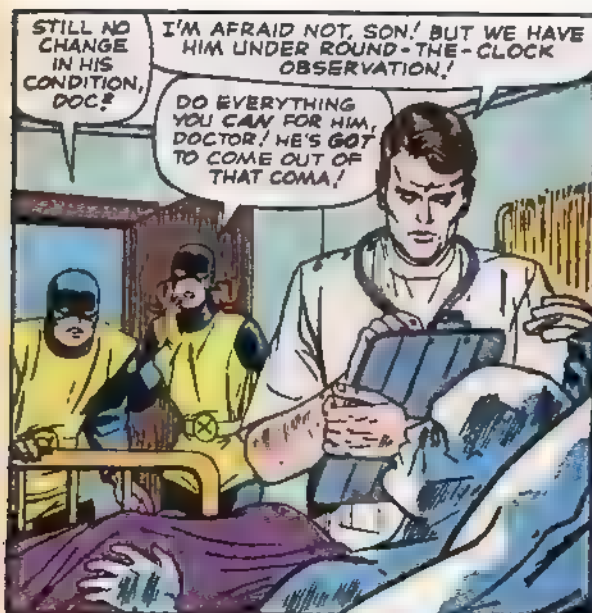
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In Care of

Street and No. R. F. D.

Post Office State

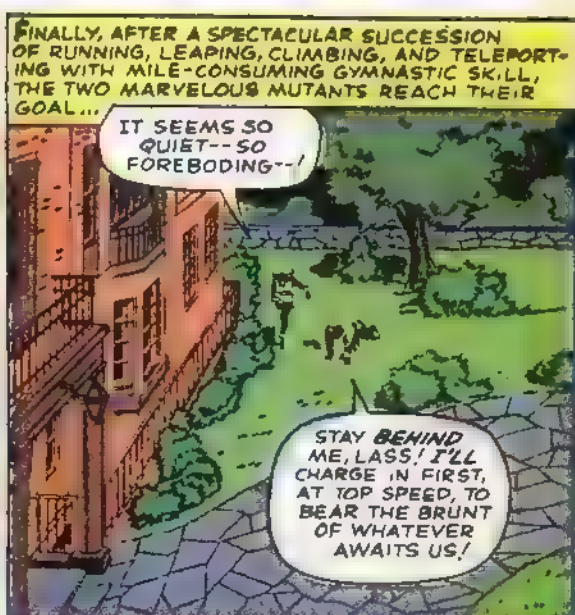
Print Your Last Name Plainly Here
Zip Code No.





AND THAT SAME POWER WILL EASILY LIFT ME OVER THE OUTER WALL....

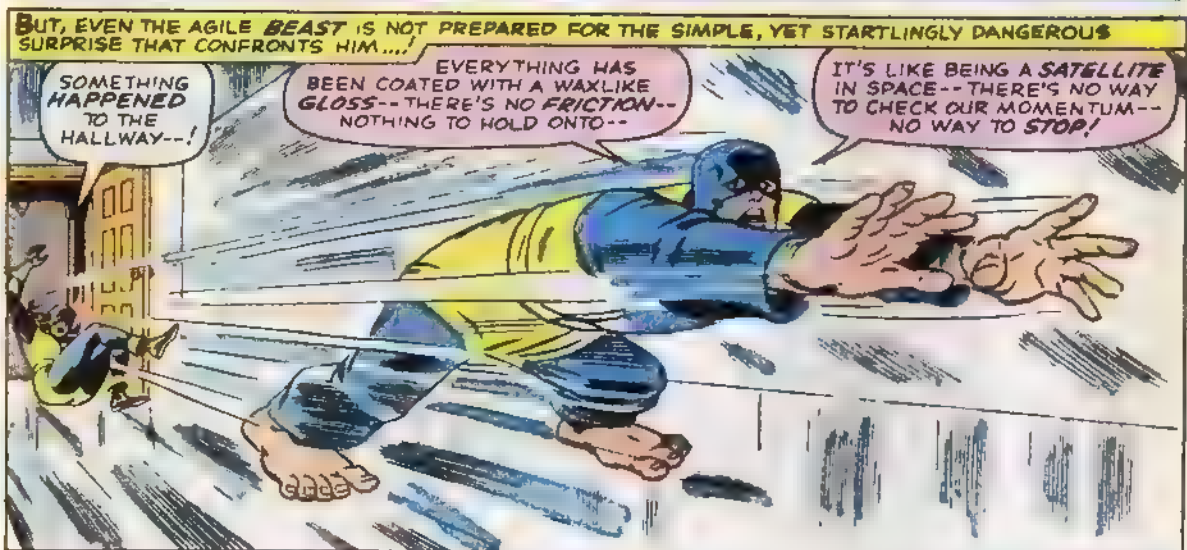
AS FOR ME, MY METHOD IS SOMEWHAT LESS SUBTLE, BUT EQUALLY AS EFFECTIVE NONETHELESS!



FINALLY, AFTER A SPECTACULAR SUCCESSION OF RUNNING, LEAPING, CLIMBING, AND TELEPORTING WITH MILE-CONSUMING GYMNASTIC SKILL, THE TWO MARVELOUS MUTANTS REACH THEIR GOAL...

IT SEEMS SO QUIET-- SO FOREBODING--!

STAY BEHIND ME, LASS! I'LL CHARGE IN FIRST, AT TOP SPEED, TO BEAR THE BRUNT OF WHATEVER AWAITS US!

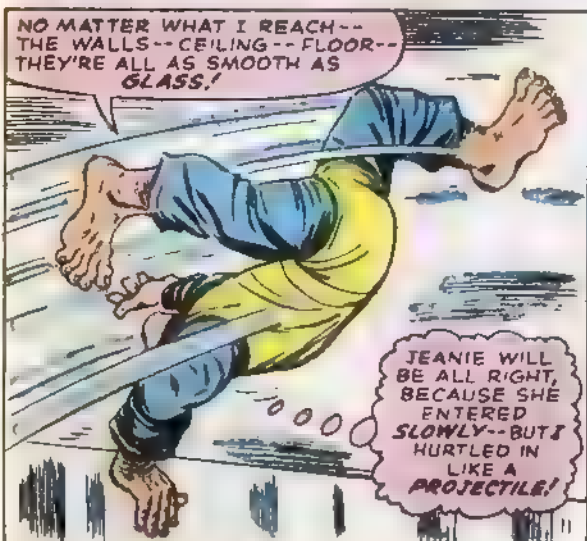


BUT, EVEN THE AGILE BEAST IS NOT PREPARED FOR THE SIMPLE, YET STARTLINGLY DANGEROUS SURPRISE THAT CONFRONTS HIM....

SOMETHING HAPPENED TO THE HALLWAY--!

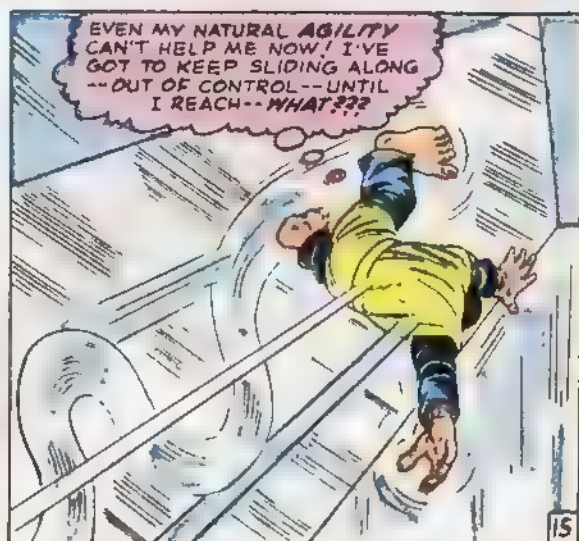
EVERYTHING HAS BEEN COATED WITH A WAXLIKE GLOSS-- THERE'S NO FRICTION-- NOTHING TO HOLD ONTO--

IT'S LIKE BEING A SATELLITE IN SPACE-- THERE'S NO WAY TO CHECK OUR MOMENTUM-- NO WAY TO STOP!

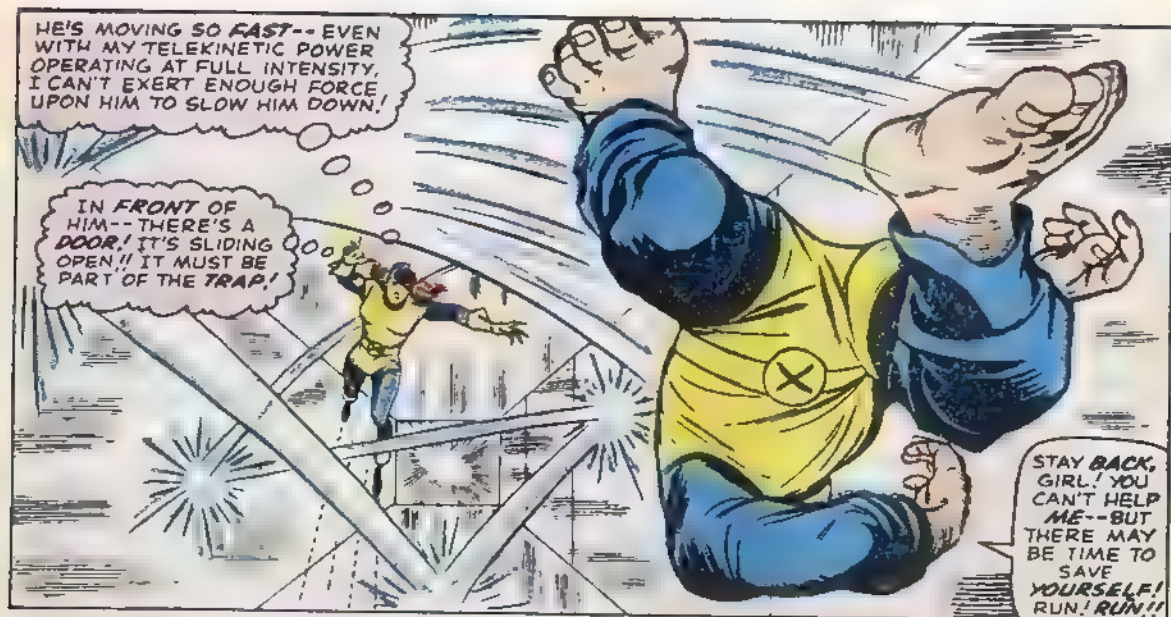


NO MATTER WHAT I REACH-- THE WALLS-- CEILING-- FLOOR-- THEY'RE ALL AS SMOOTH AS GLASS!

JEANIE WILL BE ALL RIGHT, BECAUSE SHE ENTERED SLOWLY-- BUT I HURTTLED IN LIKE A PROJECTILE!



EVEN MY NATURAL ABILITY CAN'T HELP ME NOW! I'VE GOT TO KEEP SLIDING ALONG -- OUT OF CONTROL -- UNTIL I REACH -- WHAT???

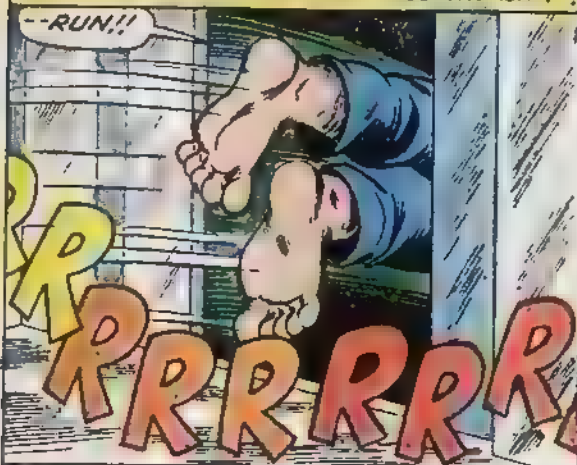


HE'S MOVING SO FAST-- EVEN WITH MY TELEKINETIC POWER OPERATING AT FULL INTENSITY, I CAN'T EXERT ENOUGH FORCE UPON HIM TO SLOW HIM DOWN!

IN FRONT OF HIM-- THERE'S A DOOR! IT'S SLIDING OPEN!! IT MUST BE PART OF THE TRAP!

STAY BACK, GIRL! YOU CAN'T HELP ME-- BUT THERE MAY BE TIME TO SAVE YOURSELF! RUN! RUN!!

AND THEN, THE DESPERATE ADMONITION OF HANK MCCOY IS DROWNED OUT BY THE SOUND OF HEAVY STEEL DOORS BEGINNING TO ROLL TOGETHER AGAIN--!



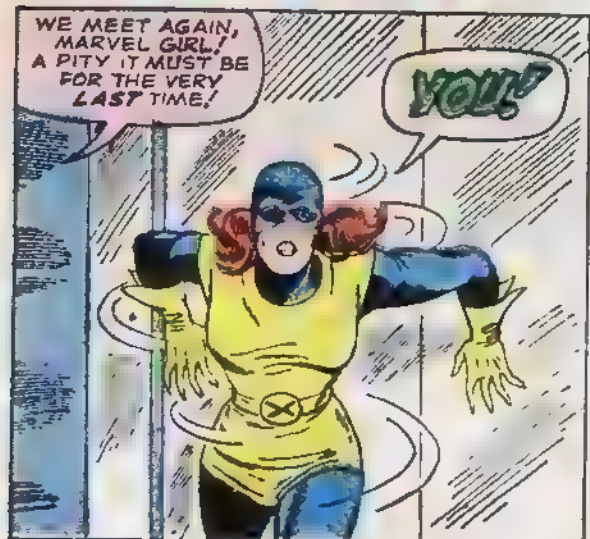
--RUN!!



I CAN'T PRY IT OPEN! I CAN'T REACH HIM--!!

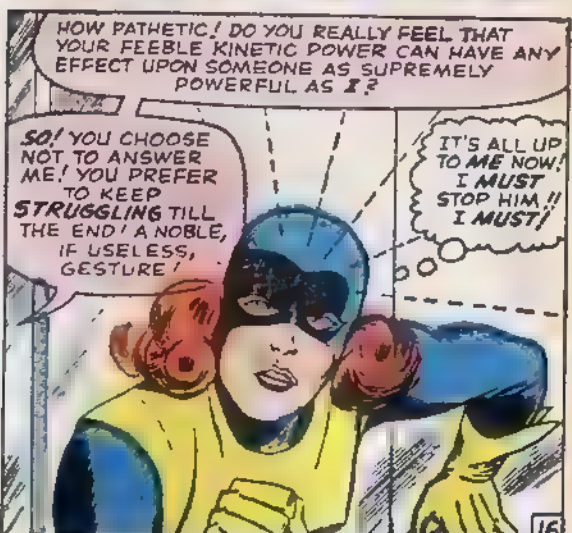
NATURALLY! THIS IS HOW I PLANNED IT!

THAT VOICE!! DIRECTLY BEHIND ME! WHO--??



WE MEET AGAIN, MARVEL GIRL! A PITY IT MUST BE FOR THE VERY LAST TIME!

YOU!



HOW PATHETIC! DO YOU REALLY FEEL THAT YOUR FEEBLE KINETIC POWER CAN HAVE ANY EFFECT UPON SOMEONE AS SUPREMELY POWERFUL AS I?

SO! YOU CHOOSE NOT TO ANSWER ME! YOU PREFER TO KEEP STRUGGLING TILL THE END! A NOBLE, IF USELESS, GESTURE!

IT'S ALL UP TO ME NOW! I MUST STOP HIM!! I MUST!

CONTINUED AFTER NEXT PAGE

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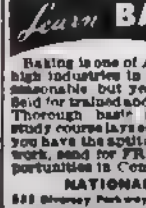
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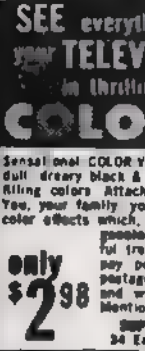
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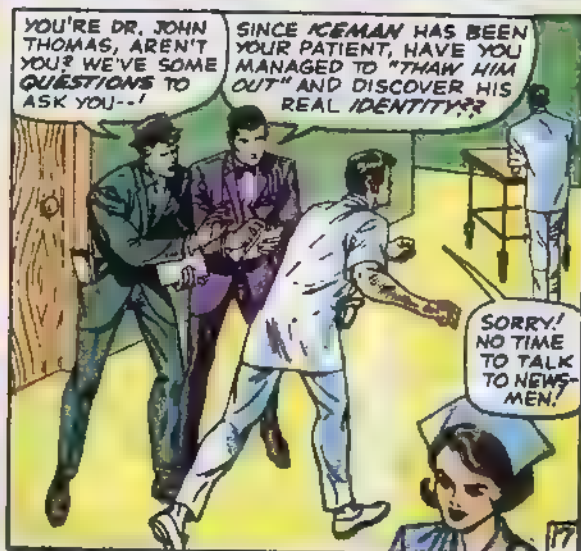
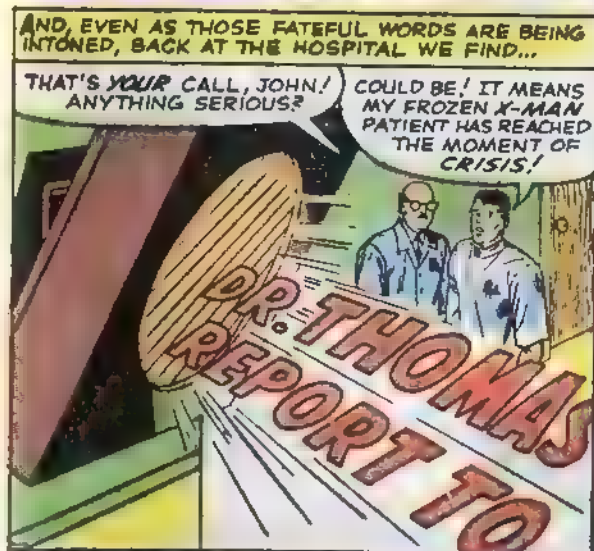
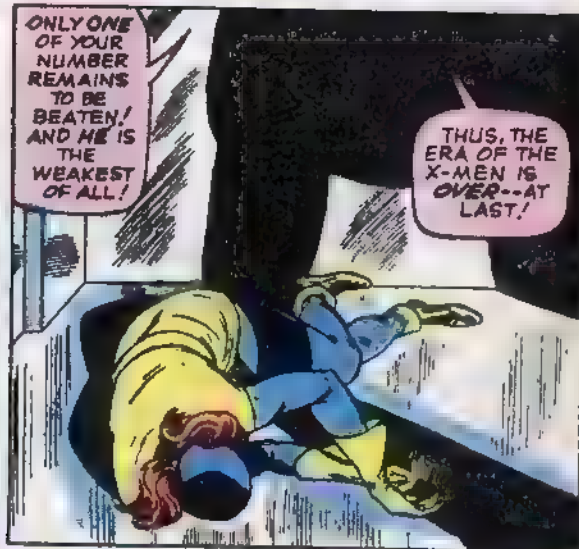
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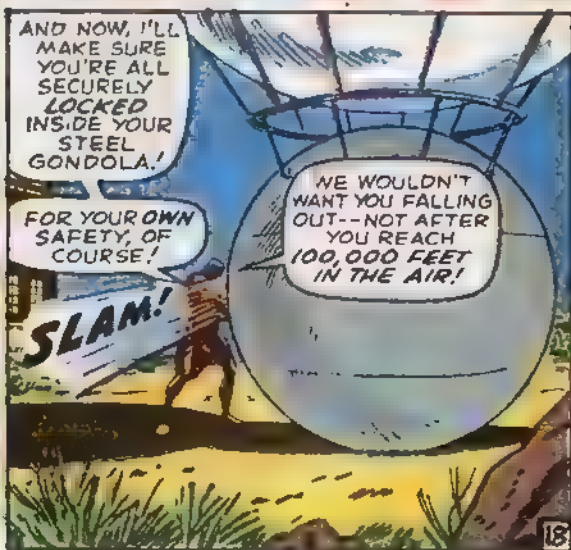
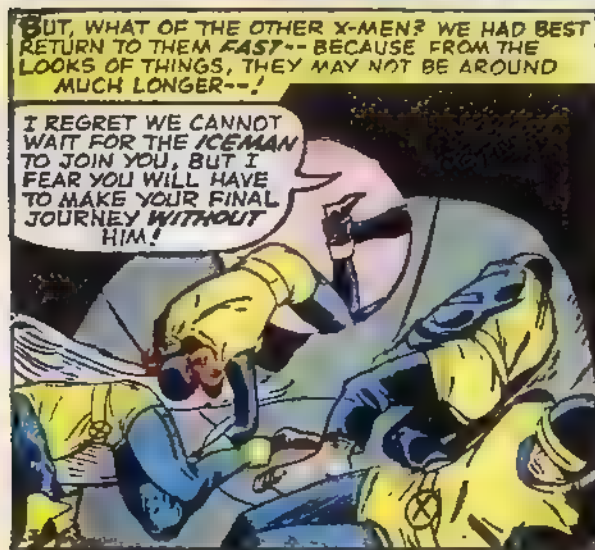
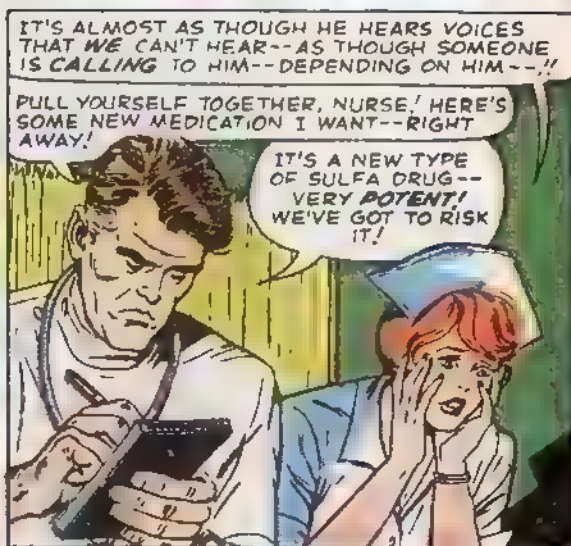
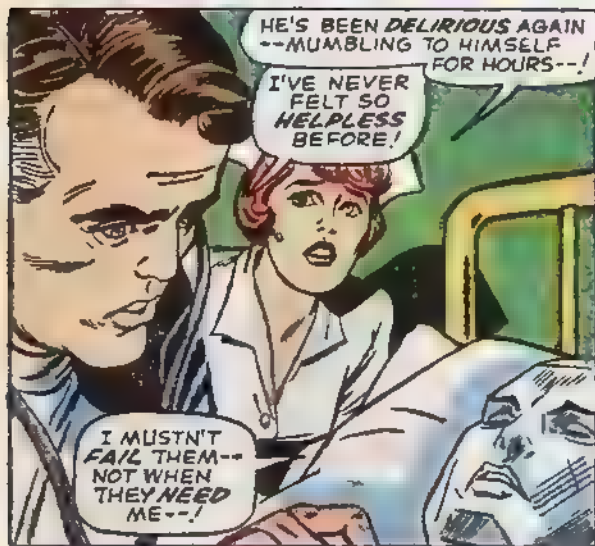
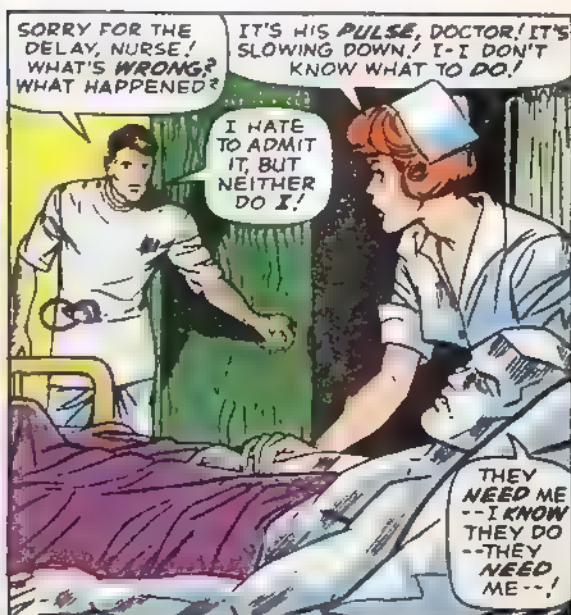
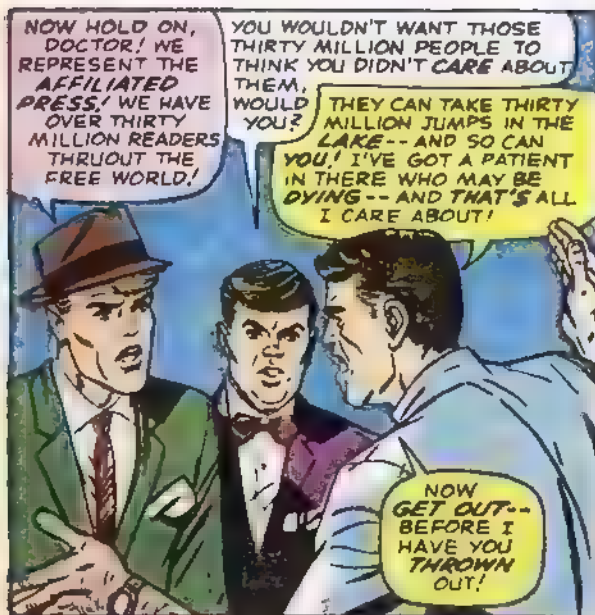
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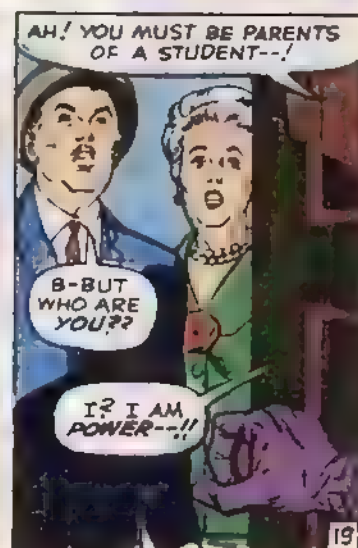
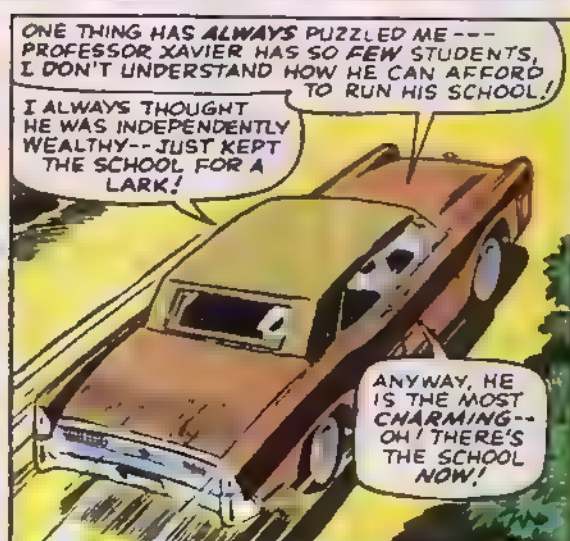
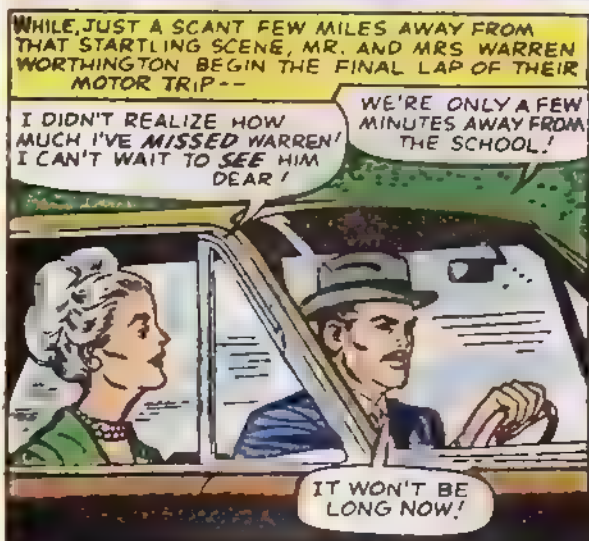
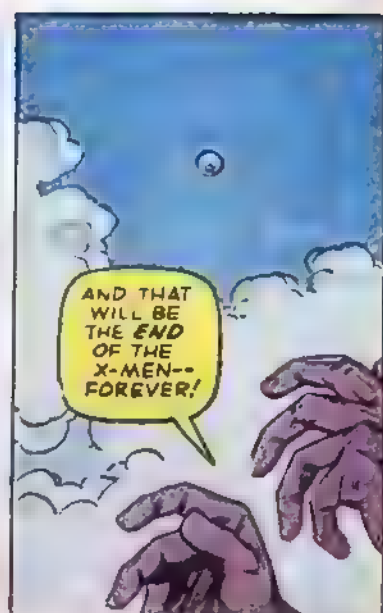
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HOW ABOUT THAT! DEPARTMENT: Have you noticed the way Brands X, Y, and Z have been knocking themselves out trying to imitate the now-famous Marvel style? All of a sudden we find watered-down versions of our own pulsating plots and devastating dialogue all over the place! But we're going to do something that's never been done before! This should finally prove how big-headed we really are! We're gonna make it EASY for those panicky pussycats! To save them the trouble of trying to imitate our inimitable style, we're thinking of selling them some of our old scripts! Then, they could be sure they finally have the same kind of stories as mighty Marvel! We figure they owe it to whatever readers they have left. Naturally we're only kidding, but we'll bet you anything that some clown from some other company drops us a line asking the price of those old yarns!

own right! For example, all Stan has to do with the pro's like JACK "KING" KIRBY, dazzling DON HECK and darlin' DICK AYERS is give them the germ of an idea and they make up all the details as they go along, drawing and plotting out the story. Then, our leader simply takes the finished drawings and adds all the dialogue and captions! Sounds complicated? Maybe it is, but it's another reason why no one else can bring you that old Marvel magic!—By the way, one bullpen buddy you ought to know is genius JOHNNY HAYES, our beaming business manager and circulation director! Johnny's the gent who works night and day making sure our mags are sold throughout the free world! And, if you think only artists and writers are spunky souls, you should see the jazzy 2x2 fire engine red Mustang fastback that Joyful John zips to work in!

published bi-monthly and each ish is certain to become a treasured collectors' item minutes after it's off the press! It's only 12¢—jam packed with memories—a real Marvel memento publication—just for YOU! And as usual, we'll be waiting with bated breath to learn how you like it! So let us know real soon, hear? See you next month!

★★★

THE MIGHTY MARVEL CHECKLIST

A Line Up Of Some Of The Marvel-bus Mags On Sale Right Now

FANTASTIC FOUR #48: Before you have a chance to catch your breath at the end of the Inhumans episode, the coming of Galactus will electrify you as never before! A shocker!

SPIDER-MAN #34: Kraven the Hunter returns to challenge Spidey to the deadliest game of all—a hunt with no quarter asked or given! It's just the type of tale you dig!

AVENGERS #29: This one has everything! One of the world's greatest fighting teams meets the menace of the world's most dangerous villain—and they can't fight back!

DAREDEVIL #13: The plot thickens! It seems there is more to the Plunderer than we thought last ish! And we're also going to learn a lot more about Ka-Zar! Oh yes, Daredevil's in this one, too!

THOR #125: All we need to tell you is that this landmark issue features Hercules—and a host of new, startling developments! It's sheer dynamite from start to finish!

STRANGE TALES #142: Once again Shield is threatened with destruction, but don't worry, Furrys on the job! As for Dr. Strange, we hope Steve Ditko can save him, poor Stan doesn't know how!

SUSPENSE #78: If you think Iron Man was in trouble before, wait! If you read this one! And you're sure to flip over Cap's great new foe, the bombastic Batroc!

ASTONISH #77: At last the secret is out! Major Talbot learns who the Hulk really is! You never forget this one! And wait! If you see who Sub-Mariner meets, up on earth's surface!

SGT. FURY #27: The titanic tale that rips away the veil of secrecy and reveals, for the very first time, the truth behind the eye patch Nick Fury wears today! A sizzler!

FANTASY MASTERPIECES #1: The greatest collection of Golden Age fantasy you've ever seen! You'll thrill to the early work of your favorite artists!

DIDJA KNOW? DEPARTMENT: Didja know the real reason we changed the AVENGERS lineup? Here it is, honest injun—Iron Man, Thor, and Giant Man were all starring in their own mags. After a while, it didn't seem right to have one of them captured in Transylvania in his own mag, while he might be taking in the Late Show on TV in the AVENGERS! The truth is, it seemed to kill a little realism—a little immediacy of both strips! In fact, that's why we took the Torch and bashful Benjamin out of STRANGE TALES. It's easier to keep track of all our costumed cuties when they're in one mag at a time—except for occasional guest shots, of course! So that's it! If you can make heads or tails out of Stan's long-winded explanation, consider yourself no-prized!

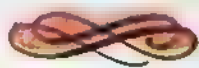
THE WRAP-UP: For those of you who were Marvel maniacs in the old days when we featured fantasy mags about the nuttiest assortment of aliens, monsters, and cavemen kooks you ever saw—and for those of you who missed those nutty, fifty, nostalgic yarns—we've got a thrilling surprise! Just for the fun of it—just so we can see what the work of our favorite artists looked like years ago—just so we can read some of those famous old fantasy classics Stan was bawling out by the dozens before the Marvel Age—in other words, just for old times' sake, we're adding a new title to our lineup of hits—**FANTASY MASTERPIECES!** The great first ish is on sale right now, and you've just GOT to get it! It'll be

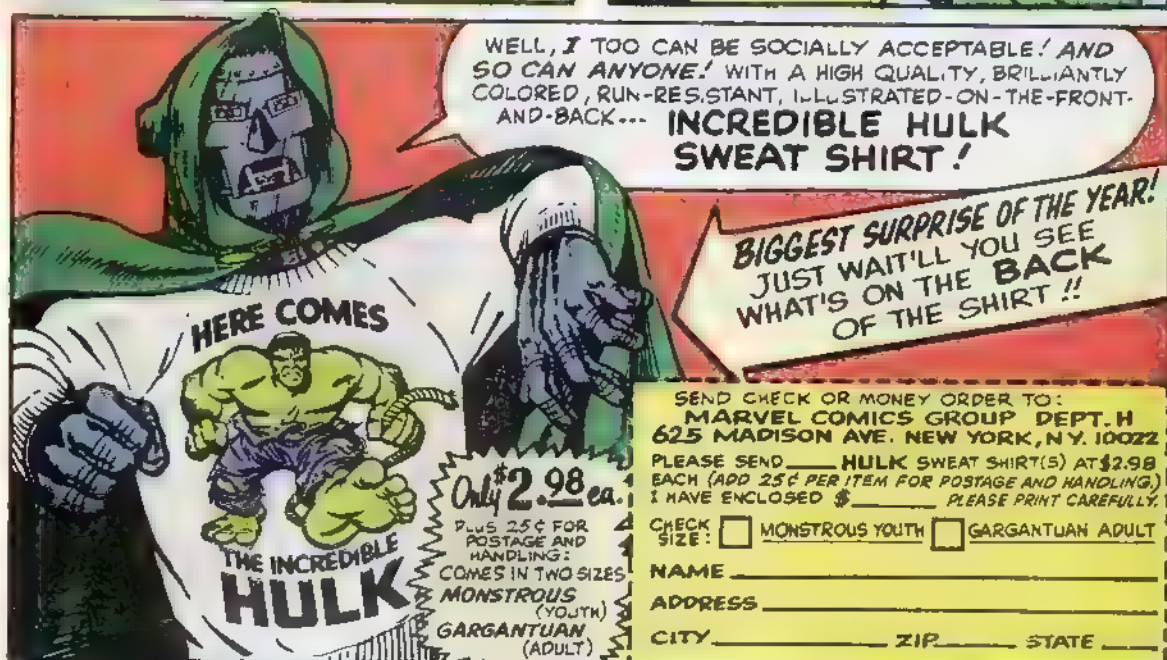
LET'S MEET 26 MORE M.M.M.S. MEMBERS:

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John Laughery Moses Lake, Washington	Richard A. Smith Chillicothe, Ohio
SP, & Richard Keely Augsburg, Germany	Anthony Bruton, Jr. Kansas City, Kansas

DEPARTMENT OF UTTER CONFUSION: We wanted to tell you which artists will do what strips this month, but the situation is more mixed up than ever! However, we can safely mention one change which we think you'll flip over—sunny JOHNNY ROMITA will do the Hulk in ASTONISH #77 (now on sale), as well as continuing the breath-taking depiction of Daredevil in the marvelous mag of the same name! Meanwhile, it looks as though ADAM AUSTIN will stay with Iron Man for a while—he's doing too great a job to stop! Have you noticed more and more of darlin' DICK AYERS inking popping up in our mags? We suspect he's jealous of all the fuss we've been making of jolly JOEY SINNOTT's fabulous work on the FANTASTIC FOUR, and he wants to get into the act himself! As for us, we're happy about the whole thing. We've been boosters of Dick's inking for as long as we can remember!

STRICTLY PERSONAL: It isn't generally known, but many of our merry Marvel artists are also talented story men in their





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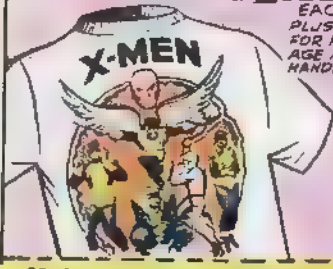


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N. Y.

Dear Stan,

As usual, Issue #14 of the X-MEN was great, but since you'll probably get enough compliments, I'll pass over this. Sooner or later some fan is going to inform you that since for every action there is a reaction, Cyclops should be blown off the planet every time he uses his power beam! One explanation for this not happening is that gravity is automatically increased in proportion to the power used, thereby holding him to the earth. This would help explain why Cyclops is weak after using his beam—his muscles are overstrained from supporting the tremendous weight of his body. One other comment—although I am not against continued stories per se, I do believe you've gone overboard. Glad to see that THE X-MEN is now on sale monthly—I just hope you don't crack under the strain!

Gary Hood, Rt #1

Atchison, Kansas 66002

Don't give it a thought, Gary! You know us—we cracked long ago!

Dear Stan,

While studying geography in school the other day, I came upon an interesting fact. I found that a famous missionary in China and Japan was named Francis Xavier. I was wondering if this was where you got the name of Professor Xavier. I think the X-Men are great!

Doug Wilcher, 20 Circle Drive
Mooresville, Ind.

So do we, Doug! But of course, it has been whispered that our opinion concerning our own mag is not always entirely unbiased! As for the pro's moniker, the explanation is really a masterpiece of simplicity—we decided to call him Professor X, then had to hunt for a name that the "X" could stand for. Xavier was the first one we thought of! By the way, his first name is Charles. Otherwise, your calculated guess was a veritable inspiration!

Dear Stan,

Now you're on the right track! Now we're really going to see some great stories! "Among Us Stalk the Sentinels" was the usual standard, run of the mill, average gem that X-MEN featured until that catastrophe of a villain, the Juggernaut, and an equally catastrophic story (which was kept from falling flat on its little ol' face by the origin of Professor Xavier) in issues #12 and 13. X-MEN #14 was what I call a masterwork of masterpiecing, and showed that you weren't losing your touch. Some of your readers have stated that Jack Kirby should be returned to the illustrating helm, and though I miss jolly Jackie's work in this mag, Jay Gavin and Vince Colletta came through with an excellent piece of art. Besides, it gives a different artist a chance to try his hand and adds in the development of a different definite style to be made from that of your other Marvel super hero groups: the Fantastic Four and the Avengers. One thing what happened to the mutants? Besides Professor X and company, no new mutants have appeared in some time.

Leonard Tirado, 182½ Regent St
Saratoga Springs, N. Y. 12866

Mebbe not, Len, but just between us, what do you think of the "old" one we brought out of the woodwork this ish?

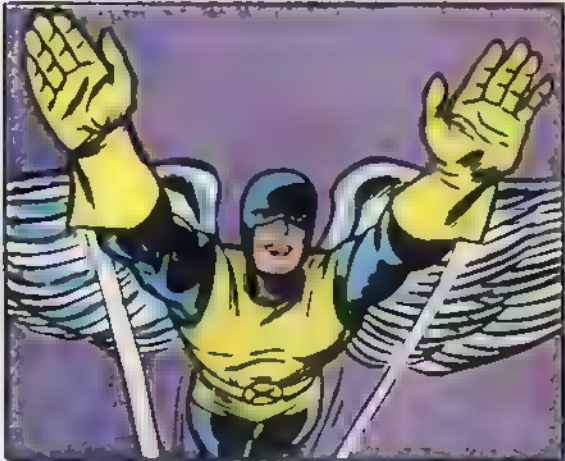
Dear Stan,

I've just finished reading X-MEN #14 and it was great. The cover was terrific except that you forgot ol' Angel atop the title. The Sentinel on the cover was good against the red background. I really jumped for joy to learn that the X-MEN will be published monthly. I thought the art work was superb, especially Iceman. I also enjoyed Iceman's pups. For once the costumes stayed one color. But I

liked them better when they were black instead of blue. Would you tell us the ages of the X-Men? Keep up the good work!

Robert Barnett, 2318 44th Ave.
San Francisco, Calif 94116

We're always kinda scared to tell the ages of our characters—because you marvelous Marvelites remember them, and we eventually forget! Then, when we're asked a year later, no matter what we say, someone like you pops up to tell us we're wrong, reminding us of the ages we mentioned a year ago! So, let's take the coward's way out and just generalize: Cyclops is the oldest, although still in his late teens. The others are from two months to a year younger—while Iceman is about a year and a half younger. There! That oughta win us some sort of no-prize for vacillating vagueness!



Dear Stan,

I think that when someone writes in to the X-MEN or FF they should address it to the Angel or the Thing and ask them a question to which you would give a serious answer—no jokes and no no-prizes. They could write to the Beast and ask how he got such big feet or to the Angel and ask if his wings are like those of a bird. I think that when you give a silly answer, you don't care about it. You might say you care, but I think you care only about money—that is you don't want anyone to buy other comics. Your heroes and villains are too dramatic and are shaded in too much. The son's always flashing off Iron Man's suit of armor. You give flashy color to your heroes and readers say your art is the greatest. They always say keep up the good work at the end of letters. I say you better shape up or ship out! In conclusion, your old issues were better!

Gordon M., 3919 SW Hanford
Seattle, Wash 98116

Hmmm! Tell us, Gordie, how long have you worked for Brand Echh? Anyway, we always thought we do give serious answers! After all, how serious can ya get to a query like: "Hey, Beast—how'dja get such big feet?" As for us caring about money, you know it, pussycat! The better our mag's are, the more bread we rake in—so, who's the big winner? Our readers! And if you think our old issues were better (who knows? Mebbe you're right!), put your money where your mouth is—don't miss an issue of FANTASY MASTERPIECES, or MARVEL COLLECTORS' ITEM CLASSICS! Thanks a mil for giving us a chance to include that little plug, pal!

Dear Stan,

First of all, I must say your cover on X-MEN #14 was very good. It looked as though Professor X was scared. And Marvel Girl was swinging on a rope or something and scratching her earring or adjusting it at the same time. Isn't this a little daring?? Now I don't mind that your stories are continued, since you're printing X-MEN monthly. By the way, why don't you have Cyke say, "Beam on!" Isn't that original? "Nuff said!"

Brant Hollingsworth, 7401 4th N.W.
Albuquerque, N. Mex.

Sure, Brant! We can have Scotty say "Beam on!" and the Prof can mumble "Think on!" while Iceman screeches "Freeze on!" Just imagine other such cries from our other mags—"Stretch on!" "Web on!" "Howl on!" "Green skin on!"—Had enuff?



Dear Stan,

Reading one fan's letter in your last issue made me extremely angry! Especially when he said that he liked your mags after throwing all those insults at you. He said that the X-Men overly rely on Professor Xavier. That is one of the things which gives the X-Men their particular uniqueness. And when he said the X-Men "don't harm a human," it sounded like he was some kind of a fanatical sadist who isn't satisfied until he sees blood. As for your bragging, I, for one, think that it's a refreshing switch from the average run-of-the-mill comic book. By the way, X-MEN #14 was really the greatest! (Aren't they all!) I can't wait to find out how they defeat the Sentinels!

Jim Edelstein, 106 Central Drive
Stoughton, Mass. 02072

"Hey, Jay—did they defeat the Sentinels?" "Who can remember that far back, Stan?" "Let's ask Jack. Maybe he knows. What d'ya say, Jackson?" "Sentinels? Which mag were they in, fellas?"—That'll give you a rough idea of what life is like at the bullpen, Jimmy. And we don't really think of ourselves as braggarts, lad. Let's just say that we don't believe in being encumbered by false modesty.

Dear Stan,

You really should have a future X-MEN issue entitled "The Decline and Fall of the Artists' Empire." Reasons? X-MEN #14 was one example. Now I've collected over one hundred of your great mags, and this one, above all others, stands out as the worst example of artwork any mag could have! What was that typical bullpen idea of

teaming Jay Gavin up with Vince Colletta? I think the Hulk could do better with a slab of fence and a ton of pitch. Otherwise, everything was marvelously Marvel. So, until next time, tell Beast to watch out for athlete's foot! Sal Iacopelli, 423 Lathrop Ave.
Boonton, N. J. 07005

Be glad to, Sal. And you watch out for vengeful Vince if he reads this letter. He may decide not to touch another brush till you make up with him! Think how the Thor-lovers of the world would react to that! Sheesh!

Dear Stan,

I don't know if you remember but I wrote you a letter and you wrote back with a nice, kind, and thoughtful card and a little extra something which I didn't deserve. The purpose of this letter is to thank you—which I do very, very much. But before I sign off, I want to say something else. I'm not trying to be a "Dear Abby" or anything, but many people think that Stan Lee is great because of the great comic books he produces. But, when I read one, I think of how much work you put into them. In the letters pages you're giving away free subscriptions whenever possible. If we want a club, you make one. If we want a letters page in a comic, you make one. You don't mind if you lose a few dollars. Well, if you ask me, your kindness to people also helps to make Marvel what it is.

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For the luvva Pete, Nabby, shhhh! We only give away free subscriptions when we're overcome by emotion—like the thirty-second day of every month! And if our peerless publisher, merry Marty Goodman, reads that our leader doesn't mind losing a few shekels, it'll blow the raise he's been clamorin' for! Anyhow, we appreciate your kind words, your tender thoughts, and all the dough you invested on the air mail postage from Jordan to here! Face front, friend! You're one of us!

Dear Stan,

How could you do such a thing?! Getting rid of Magneto and his mutants! They are my favorite group of villains. Why, when I went to get a book at the "Busy Corner," the guy who runs the newsroom said, and I quote, "You better get the X-MEN, Jack, they sell like hotcakes!" And I'm sure it was because of Magneto. So please bring back Magneto or that's the last time I read X-MEN. I'll keep reading for a while, but if it's no, say good-bye to not only my twelve cents, but my friends' twelve cents as well!

Jacob Kurtessis & 22 friends, 273 So. Pearl St.
Albany, N. Y.

Jake, we were so touched by the sincerity, depth, and cogency of your liltin' letter that we've brought Maggie back! Also, the thought of losing all those coppers really shook us up! So, here he is, man—and you can have him!

NEXT ISH: We don't go out on a limb too often, but this time we must! We claim that X-MEN #18 will be the most talked-about issue of the season! For the first time, you'll see Jay Gavin's own like-wow layouts, as well as pencilling! You'll get a glimpse of the Stranger's sky-hangout! And, most important of all, you'll see the Iceman, on his own, reach the heights of glory you always hoped he'd attain! All here next ish! All new! All different! All MARVEL! 'Nuff said!

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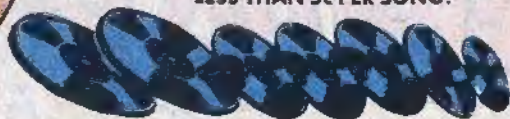
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| 1. I Know A Place | 21. I'm Henry The VIII, I Am | 41. You Were Made For Me |
| 2. I'm Telling You Now | 22. I Like It Like That | 42. Back In My Arms |
| 3. Girl Don't Come | 23. Easy Question | 43. Crying In The Chapel |
| 4. Do You Wanna Dance | 24. Satisfaction | 44. Engine Engine No. 9 |
| 5. Long Lonely Nights | 25. Cara Mia | 45. L-O-N-E-L-Y |
| 6. Stranger In Town | 26. Seventh Son | 46. Help Me Rhonda |
| 7. She Loves You | 27. The Name Game | 47. I Feel Fine |
| 8. Stay | 28. Tell Her No | 48. Come See About Me |
| 9. We Love You Beatles | 29. All Day And All
of the Night | 49. Dear Heart |
| 10. Please Please Me | 30. This Diamond Ring | 50. The Wedding |
| 11. Hello Dolly | 31. My Girl | 51. Sha La La |
| 12. The Shoop Shoop Song | 32. The Jolly Green Giant | 52. Amen |
| 13. I Want To Hold Your Hand | 33. Do You Love Me | 53. Dang Me |
| 14. As Usual | 34. Once Upon A Time | 54. The Little Old Lady
(From Pasadena) |
| 15. Um, Um, Um, Um, Um, Um, | 35. Three Window Coupe | 55. Under The Boardwalk |
| 16. Surfin' Bird | 36. Chapel Of Love | 56. Rag Doll |
| 17. Anyone Who Had A Heart | 37. Baby Love | 57. Wishin' And Hopin' |
| 18. Somewhere | 38. Leader Of The Pack | 58. Nobody I Know |
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